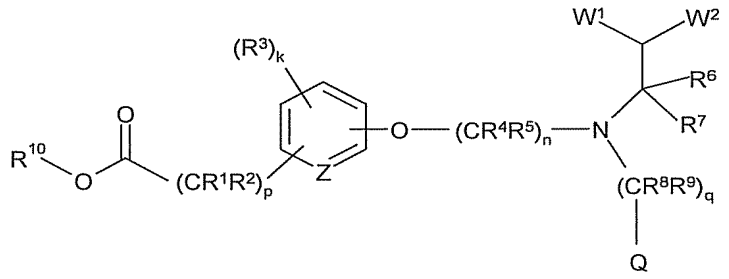
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently amended): A compound of Formula I:



I

wherein:

Z is CH or CR^3; wherein k is 0-4;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is C_3-C_8 cycloalkyl or phenyl; wherein said C_3-C_8 cycloalkyl, or phenyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{11}, -C_0-C_6 alkyl-$C(O)SR^{11}$, -C_0-C_6 alkyl-$CONR^{12}R^{13}$, -C_0-C_6 alkyl-COR^{14}, -C_0-C_6 alkyl-$NR^{12}R^{13}$, -C_0-C_6 alkyl-SR^{11}, -C_0-C_6 alkyl-OR^{11}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_6 alkyl-SO_2R^{11}, -C_0-C_6 alkyl-SOR^{14}, -C_0-C_6 alkyl-$OCOR^{14}$, -C_0-C_6 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_6 alkyl-$OC(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_6 alkyl-$NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^1 and W^2 are each independently C_3-C_8 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_6 alkyl, -OH, -O-C_1-C_6 alkyl, -SH, and -S-C_1-C_6 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-C_3-C_7 cycloalkyl,

-C_0-C_6 alkyl-CO_2R^{11}, -C_0-C_6 alkyl-$C(O)SR^{11}$, -C_0-C_6 alkyl-$CONR^{12}R^{13}$, -C_0-C_6 alkyl-COR^{14}, -C_0-C_6 alkyl-$NR^{12}R^{13}$, -C_0-C_6 alkyl-SR^{11}, -C_0-C_6 alkyl-OR^{11}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_6 alkyl-SO_2R^{11}, -C_0-C_6 alkyl-SOR^{14}, -C_0-C_6 alkyl-$OCOR^{14}$, -C_0-C_6 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_6 alkyl-$OC(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_6 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_6 alkyl-$NR^{12}COR^{14}$, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1-C_4 alkyl;

R^6 and R^7 are each independently H or C_1-C_4 alkyl;

R^8 and R^9 are each independently H or C_1-C_4 alkyl;

R^{10} is H, C_1-C_8 alkyl, C_3-C_8 alkenyl, C_3-C_8 alkynyl, -C_0-C_6 alkyl-Ar, or -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

R^{11} is H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, or -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl; and

R^{14} is C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, or -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} is not H or methyl when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt [[or hydrate]] thereof.

2. (Original): The compound according to claim 1, wherein p is 0 or 1.

3. (Previously presented): The compound according to claim 1, wherein R^1 and R^2 are each H, or one of R^1 or R^2 is H and the other of R^1 or R^2 is C_1-C_4 alkyl or both R^1 and R^2 are C_1-C_3 alkyl.

4. (Previously presented): The compound according to claim 1, wherein R^1 and R^2 are each H, or one of R^1 or R^2 is H and the other of R^1 or R^2 is methyl, ethyl, propyl, butyl, or sec-butyl, or R^1 and R^2 are both methyl or ethyl.

5. (Previously presented): The compound according to claim 1, wherein R^{10} is H or C_1-C_4 alkyl.

6. (Previously presented): The compound according to claim 1, wherein Z is CH.

7. (Previously presented): The compound according to claim 1, wherein k is 0 or 1.

8. (Previously presented): The compound according to claim 1, wherein R^3 is selected from halo, C_1-C_4 alkyl and C_1-C_4 alkoxy.

9. (Previously presented): The compound according to claim 1, wherein n is 2-4.

10. (Previously presented): The compound according to claim 1, wherein n is 3.

11. (Previously presented): The compound according to claim 1, wherein q is 1.

12. (Previously presented): The compound according to claim 1, wherein R^6, R^7, R^8 and R^9 are each H.

13. (Currently amended): The compound according to claim 1, wherein Q is a substituted phenyl group [[containing]] having one, two, or three substituents independently selected from halo, C_1-C_4 alkoxy and C_1-C_4 alkyl.

14. (Currently amended): The compound according to claim 1, wherein Q is a substituted phenyl group ~~containing one, two, or three~~ having two substituents independently selected from -F, -Cl, $-CF_3$, $-OCH_3$, and $-CH(CH_3)_2$.

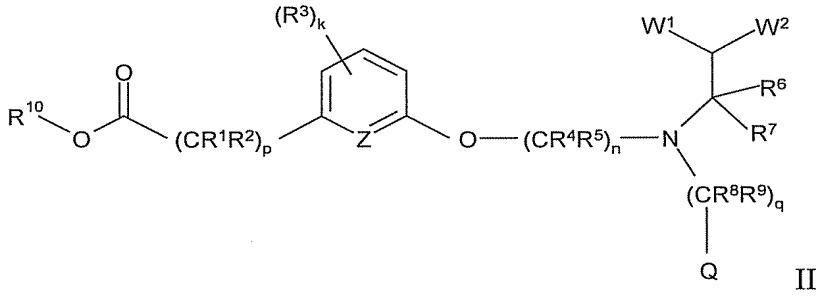
15. (Previously presented): The compound according to claim 1, wherein Q is a 2-chloro-3-(trifluoromethyl)phenyl group.

16. (Previously presented): The compound according to claim 1, wherein W^1 and W^2 are each aryl or one of W^1 or W^2 is aryl and the other of W^1 or W^2 is cyclopentyl.

17. (Previously presented): The compound according to claim 1, wherein W^1 and W^2 are each independently selected from unsubstituted cyclopentyl, unsubstituted phenyl and mono-substituted phenyl, where the phenyl is substituted by halo.

18. (Previously presented): The compound according to claim 1, wherein W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl.

19. (Currently amended): A compound of Formula II:



II

wherein:

Z is CH;

Q is phenyl; wherein said phenyl is optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{11}, -C_0-C_4 alkyl-$C(O)SR^{11}$, -C_0-C_4 alkyl-$CONR^{12}R^{13}$, -C_0-C_4 alkyl-COR^{14}, -C_0-C_4 alkyl-$NR^{12}R^{13}$, -C_0-C_4 alkyl-SR^{11}, -C_0-C_4 alkyl-OR^{11}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{12}R^{13}$, -C_0-C_4 alkyl-SO_2R^{11}, -C_0-C_4 alkyl-SOR^{14}, -C_0-C_4 alkyl-$OCOR^{14}$, -C_0-C_4 alkyl-$OC(O)NR^{12}R^{13}$, -C_0-C_4 alkyl-$OC(O)OR^{14}$, -C_0-C_4 alkyl-$NR^{12}C(O)OR^{14}$, -C_0-C_4 alkyl-$NR^{12}C(O)NR^{12}R^{13}$, and -C_0-C_4 alkyl-$NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

k is 0, 1 or 2;

n is 2-4;

q is 0 or 1;

W^1 and W^2 are each independently C_3-C_6 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_4 alkyl, -OH, -O-C_1-C_4 alkyl, -SH, and -S-C_1-C_4 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, C_1-C_6 alkyl, -C_0-C_4 alkyl-$NR^{12}R^{13}$, -C_0-C_4 alkyl-OR^{11}, -C_0-C_4 alkyl-$SO_2NR^{12}R^{13}$, and -C_0-C_4 alkyl-CO_2H, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1-C_4 alkyl;

R^6 and R^7 are each independently H or C_1-C_4 alkyl;

R^8 and R^9 are each independently H or C_1-C_4 alkyl;

R^{10} is H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, or -C_0-C_4 alkyl-C_3-C_6 cycloalkyl;

R^{11} is H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, or -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl; and

R^{14} is C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, or -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} is not H or methyl when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt [[or hydrate]] thereof.

20. (Currently amended): The compound according to claim 1, wherein R^4, R^5, R^6, R^7, R^8 and R^9 are each H; at least one of R^1 or R^2 is methyl, ethyl, propyl butyl or sec-butyl or both of R^1 and R^2 are methyl or ethyl; R^{10} is H or methyl; Q is 2-chloro-3-(trifluoromethyl)phenyl; W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl; Z is CH; p is 0, 1 or 2; n is 3; q is 1; k is 0 or 1 and R^3 is Cl, Br or methyl; or a pharmaceutically acceptable salt [[or hydrate]] thereof.

21. (Currently amended): The compound according to claim 1, wherein R^6, R^7, R^8 and R^9 are each H; R^1 and R^2 are each independently H or methyl; at least one R^4 or R^5 is methyl; R^{10} is H or methyl; Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, -CF_3, -OCH_3, and -$CH(CH_3)_2$; W^1 and W^2 are

unsubstituted phenyl; Z is CH; p is 1; n is 3; q is 1; and k is 0; or a pharmaceutically acceptable salt [[or hydrate]] thereof.

Claim 22 (Canceled).

23. (Previously presented): A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier or diluent.

Claims 24-45. (Cancelled).

46. (Withdrawn): A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of the compound according to claim 1.

Claims 47-55. (Cancelled).

56. (Withdrawn): A compound according to claim 1 wherein at least one of R^4, R^5, R^6, R^7, R^8 or R^9 is defined as follows:

wherein at least one R^4 or R^5 is C_1-C_4 alkyl; or

at least one of R^6 of R^7 is C_1-C_4 alkyl; or

both of R^8 or R^9 are independently C_1-C_4 alkyl.

57. (Withdrawn): A compound according to claim 1 wherein at least one R^4 or R^5 is methyl.

58. (Currently amended, Withdrawn): A compound according to claim 1 wherein:

any one of R^4 or R^5 is not H or

any one of R^6 or R^7 is not H or

R^8 and R^9 are each C_1-C_4 alkyl when

Z is CH or CR^3 and k is 0-4;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is optionally unsubstituted or substituted C_3-C_8 cycloalkyl or phenyl;

W^1 and W^2 are each independently optionally unsubstituted or substituted C_3-C_8 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1-C_6 alkyl, -OH, -O-C_1-C_6 alkyl, -SH, and -S-C_1-C_6 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, $-CONR^{12}R^{13}$, $-COR^{14}$, $-SR^{11}$, $-SO_2R^{11}$, $-SOR^{14}$, $-OCOR^{14}$ and optionally unsubstituted or substituted C_1-C_6 alkyl, C_3-C_6 alkenyl, -C_0-C_6 alkyl-CO_2R^{11}, or -C_0-C_6 alkyl-$NR^{12}R^{13}$.

59. (New): A compound according to claim 1, selected from:

(*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid methyl ester,

(*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid hydrochloride salt,

(*S*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid hydrochloride salt,

(*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid methyl ester,

(*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid hydrochloride salt,

(*S*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid hydrochloride salt,

(*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid hydrochloride salt,

(*S*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid hydrochloride salt, and

3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-propoxy}-4-methyl-benzoic acid hydrochloride salt.

60. (New): A compound according to claim 1, selected from:

(*R*)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chlorobenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-(3-trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethyl-4-fluoro-benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chloro-3,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(3-{(R)-[(2,2-diphenyl-ethyl)-(4-isopropyl-benzyl)-amino]-methyl-propoxy}-phenyl)-acetic acid;

(3-{3-[[2,2-(bis-(4-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;

(3-{3-[[2,2-(bis-(3-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;

rac-(3-{3-[[2-phenyl-2-(*o*-chloro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-butyric acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-pentanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-hexanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-4-methyl-pentanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid methyl ester;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid;

2-(3-{(R)-3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-butoxy}-phenyl)-2-methyl-propionic acid;

N-(2-phenyl-2-cyclopentylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine;

N-(2,2-diphenylethyl)-N-(2-chloro-3-trifluoromethylbenzyl)-2,2-dimethyl-3-(3-aminopropoxy)phenylpropionic acid; and

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-methyl-propionic acid;

or a pharmaceutically acceptable salt thereof.